

RECORDATION NO. **27036-KK** **FILED**

JUN 27 '08 -12 30 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A LESTER

June 27, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: TRIP 11th Funding

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Assignment and Assumption Agreement, dated as of June 26, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement being filed with the Board under Recordation Number 27036-JJ.

The names and addresses of the parties to the enclosed document are:

Buyer/Assignee: TRIP Rail Leasing LLC
2525 Stemmons Freeway
Dallas, Texas 75207

Seller/Assignor: Trinity North American Freight Car, Inc.
2525 Stemmons Freeway
Dallas, Texas 75207

Anne K. Quinlan, Esq.
June 27, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

460 railcars:

GNAX 009500 – GNAX 009659
NKCR 005551 – NKCR 005850

A short summary of the document to appear in the index is:

Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

JUN 27 '08 -12 30 PM

SURFACE TRANSPORTATION BOARD

BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

TRINITY NORTH AMERICAN FREIGHT CAR, INC, a Delaware corporation (the "Seller"), in consideration of the Purchase Price set forth on Schedule A and other good and valuable consideration given by TRIP RAIL LEASING LLC, a Delaware limited liability company (the "Buyer"), under the Purchase and Sale Agreement (the "Purchase and Sale Agreement") dated as of August 23, 2007 among the Seller, the Buyer and, TRINITY INDUSTRIES LEASING COMPANY ("TILC") (solely with respect to Sections 2.7, 3.2, 3.3, 3.4, 3.17(y), 3.17(z), 3.19, 4.4 and 6.8), at or before the execution and delivery of these presents, and receipt of which is hereby acknowledged, does hereby (i) grant, bargain, sell, transfer, assign and set over unto the Buyer and its successors and assigns all right, title, and interest of the Seller, in and to (x) certain Railcars set forth on Schedule A and (y) any Leases related thereto set forth on Schedule B and (z) certain other assets set forth on Schedule C and (ii) assign all of its right, title and interest in and to all warranties or representations made or given to the Seller with respect to the Railcars by the manufacturer thereof. The Buyer hereby assumes, and agrees it is unconditionally bound in respect of, as of the date hereof, all duties and obligations of the Seller under the Leases.

To have and to hold all and singular the rights to such Railcars and such Leases to the Buyer and its successors and assigns for their own use and behalf forever.

The Seller hereby warrants to the Buyer and its successors and assigns that, at the time of delivery of such Railcars and the assignment and assumption of such Leases, the Seller has legal and beneficial title thereto and good and lawful right to sell and otherwise convey such Railcars and to assign such Leases, and such Railcars and such Leases are free and clear of all Liens (other than Permitted Liens); provided that the Seller covenants that it will defend forever such title to such Railcars and such Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the delivery of such Railcars and the assignment of such Leases by the Seller hereunder. Notwithstanding the provisions above and its and the Buyer's intent that the Seller grant, bargain, sell, transfer, assign and set over to the Buyer all right, title and interest of the Seller in such Railcars and such Leases, as a precaution only, in the event of any challenge to this Bill of Sale as being in the nature of an absolute sale or assignment rather than a financing, the Seller hereby also grants the Buyer a security interest in such Railcars and such Leases. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Purchase and Sale Agreement provide that this Bill of Sale and Assignment Agreement is other than a grant, bargain, sale, transfer, assignment and set over to the Buyer of all right, title and interest of the Seller in such Railcars and such Leases.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in the Purchase and Sale Agreement.

THIS BILL OF SALE SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT EXCLUDING, TO THE MAXIMUM EXTENT PERMITTED BY LAW, ALL OTHER CHOICE OF LAW AND CONFLICTS OF LAW RULES). THIS BILL OF SALE HAS BEEN DELIVERED IN THE STATE OF NEW YORK.

* * *

IN WITNESS WHEREOF, the Seller and the Buyer have caused this instrument to be executed in its name, by a duly authorized officer on the 26th day of June, 2008.

TRINITY NORTH AMERICAN FREIGHT
CAR, INC

By: 

Name: Paul M. Jolas

Title: Secretary

TRIP RAIL LEASING LLC

By: TRIP Rail Holdings LLC, its Managing
Member

By: Trinity Industries Leasing Company,
its Manager

By: 

Name: Thomas C. Jardine

Title: Vice President

ACKNOWLEDGMENT

STATE OF Texas)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Paul M. Jolas, who upon oath, acknowledged himself to be Secretary of TRINITY NORTH AMERICAN FREIGHT CAR, INC, a Delaware corporation, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption agreement for the purposes therein contained by signing the name of the corporation by her/himself as such officer of TRINITY NORTH AMERICAN FREIGHT CAR, INC.

WITNESS my hand and official seal this 26th day of June, 2008.

MY COMMISSION EXPIRES: 6/9/2012

Danielle Henderson
Notary Public



ACKNOWLEDGMENT

STATE OF Texas)
COUNTY OF Dallas)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Thomas C. Jardine, who upon oath, acknowledged himself to be a Vice President of TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation, the manager of TRIP Rail Holdings LLC, a Delaware limited liability company, which is the managing member of TRIP Rail Leasing LLC, a Delaware limited liability company, and that s/he as such officer being authorized to do so, executed the foregoing Bill of Sale and Assignment and Assumption agreement for the purposes therein contained by signing the name of the Delaware corporation by her/himself as such officer of TRINITY INDUSTRIES LEASING COMPANY.

WITNESS my hand and official seal this 26th day of June, 2008.

MY COMMISSION EXPIRES: 6/9/2012

Danielle Henderson
Notary Public



**SCHEDULE A
to Bill of Sale and Assignment
and Assumption Agreement**

**RAILCARS; IDENTIFICATION MARKS; RUNNING NUMBERS;
PURCHASE AMOUNT¹**

[see attached]

¹ **Purchase Amount:** The parties consider the Purchase Price confidential and it is omitted from any filing of this Bill of Sale and Assignment and Assumption Agreement with the Surface Transportation Board or the Office of the Registrar General of Canada.

TRIP RAIL LEASING LLC

Close 11

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
1	NKCR005551	43830	February-08	Freight
2	NKCR005552	43830	February-08	Freight
3	NKCR005553	43830	February-08	Freight
4	NKCR005554	43830	February-08	Freight
5	NKCR005555	43830	February-08	Freight
6	NKCR005556	43830	February-08	Freight
7	NKCR005557	43830	February-08	Freight
8	NKCR005558	43830	February-08	Freight
9	NKCR005559	43830	February-08	Freight
10	NKCR005560	43830	February-08	Freight
11	NKCR005561	43830	February-08	Freight
12	NKCR005562	43830	February-08	Freight
13	NKCR005563	43830	February-08	Freight
14	NKCR005564	43830	March-08	Freight
15	NKCR005565	43830	March-08	Freight
16	NKCR005566	43830	February-08	Freight
17	NKCR005567	43830	February-08	Freight
18	NKCR005568	43830	February-08	Freight
19	NKCR005569	43830	February-08	Freight
20	NKCR005570	43830	February-08	Freight
21	NKCR005571	43830	February-08	Freight
22	NKCR005572	43830	February-08	Freight
23	NKCR005573	43830	February-08	Freight
24	NKCR005574	43830	February-08	Freight
25	NKCR005575	43830	February-08	Freight
26	NKCR005576	43830	February-08	Freight
27	NKCR005577	43830	February-08	Freight
28	NKCR005578	43830	February-08	Freight
29	NKCR005579	43830	February-08	Freight
30	NKCR005580	43830	March-08	Freight
31	NKCR005581	43830	February-08	Freight
32	NKCR005582	43830	February-08	Freight
33	NKCR005583	43830	February-08	Freight
34	NKCR005584	43830	February-08	Freight
35	NKCR005585	43830	February-08	Freight
36	NKCR005586	43830	February-08	Freight
37	NKCR005587	43830	February-08	Freight
38	NKCR005588	43830	February-08	Freight
39	NKCR005589	43830	February-08	Freight
40	NKCR005590	43830	February-08	Freight
41	NKCR005591	43830	February-08	Freight
42	NKCR005592	43830	February-08	Freight
43	NKCR005593	43830	February-08	Freight
44	NKCR005594	43830	February-08	Freight
45	NKCR005595	43830	February-08	Freight
46	NKCR005596	43830	February-08	Freight

TRIP RAIL LEASING LLC

Close 11

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
47	NKCR005597	43830	February-08	Freight
48	NKCR005598	43830	March-08	Freight
49	NKCR005599	43830	March-08	Freight
50	NKCR005600	43830	March-08	Freight
51	NKCR005601	43830	February-08	Freight
52	NKCR005602	43830	February-08	Freight
53	NKCR005603	43830	February-08	Freight
54	NKCR005604	43830	February-08	Freight
55	NKCR005605	43830	February-08	Freight
56	NKCR005606	43830	February-08	Freight
57	NKCR005607	43830	February-08	Freight
58	NKCR005608	43830	February-08	Freight
59	NKCR005609	43830	February-08	Freight
60	NKCR005610	43830	February-08	Freight
61	NKCR005611	43830	February-08	Freight
62	NKCR005612	43830	February-08	Freight
63	NKCR005613	43830	February-08	Freight
64	NKCR005614	43830	March-08	Freight
65	NKCR005615	43830	March-08	Freight
66	NKCR005616	43830	March-08	Freight
67	NKCR005617	43830	March-08	Freight
68	NKCR005618	43830	March-08	Freight
69	NKCR005619	43830	March-08	Freight
70	NKCR005620	43830	March-08	Freight
71	NKCR005621	43830	March-08	Freight
72	NKCR005622	43830	March-08	Freight
73	NKCR005623	43830	March-08	Freight
74	NKCR005624	43830	March-08	Freight
75	NKCR005625	43830	March-08	Freight
76	NKCR005626	43830	March-08	Freight
77	NKCR005627	43830	March-08	Freight
78	NKCR005628	43830	March-08	Freight
79	NKCR005629	43830	March-08	Freight
80	NKCR005630	43830	March-08	Freight
81	NKCR005631	43830	March-08	Freight
82	NKCR005632	43830	March-08	Freight
83	NKCR005633	43830	March-08	Freight
84	NKCR005634	43830	March-08	Freight
85	NKCR005635	43830	March-08	Freight
86	NKCR005636	43830	March-08	Freight
87	NKCR005637	43830	March-08	Freight
88	NKCR005638	43830	March-08	Freight
89	NKCR005639	43830	March-08	Freight
90	NKCR005640	43830	March-08	Freight
91	NKCR005641	43830	March-08	Freight
92	NKCR005642	43830	March-08	Freight

TRIP RAIL LEASING LLC
Close 11

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
93	NKCR005643	43830	March-08	Freight
94	NKCR005644	43830	March-08	Freight
95	NKCR005645	43830	March-08	Freight
96	NKCR005646	43830	March-08	Freight
97	NKCR005647	43830	March-08	Freight
98	NKCR005648	43830	March-08	Freight
99	NKCR005649	43830	March-08	Freight
100	NKCR005650	43830	March-08	Freight
101	NKCR005651	43830	March-08	Freight
102	NKCR005652	43830	March-08	Freight
103	NKCR005653	43830	March-08	Freight
104	NKCR005654	43830	March-08	Freight
105	NKCR005655	43830	March-08	Freight
106	NKCR005656	43830	March-08	Freight
107	NKCR005657	43830	March-08	Freight
108	NKCR005658	43830	March-08	Freight
109	NKCR005659	43830	March-08	Freight
110	NKCR005660	43830	March-08	Freight
111	NKCR005661	43830	March-08	Freight
112	NKCR005662	43830	March-08	Freight
113	NKCR005663	43830	March-08	Freight
114	NKCR005664	43830	March-08	Freight
115	NKCR005665	43830	March-08	Freight
116	NKCR005666	43830	March-08	Freight
117	NKCR005667	43830	March-08	Freight
118	NKCR005668	43830	March-08	Freight
119	NKCR005669	43830	March-08	Freight
120	NKCR005670	43830	March-08	Freight
121	NKCR005671	43830	March-08	Freight
122	NKCR005672	43830	March-08	Freight
123	NKCR005673	43830	March-08	Freight
124	NKCR005674	43830	March-08	Freight
125	NKCR005675	43830	March-08	Freight
126	NKCR005676	43830	March-08	Freight
127	NKCR005677	43830	March-08	Freight
128	NKCR005678	43830	March-08	Freight
129	NKCR005679	43830	March-08	Freight
130	NKCR005680	43830	March-08	Freight
131	NKCR005681	43830	March-08	Freight
132	NKCR005682	43830	March-08	Freight
133	NKCR005683	43830	March-08	Freight
134	NKCR005684	43830	March-08	Freight
135	NKCR005685	43830	March-08	Freight
136	NKCR005686	43830	March-08	Freight
137	NKCR005687	43830	March-08	Freight
138	NKCR005688	43830	March-08	Freight

TRIP RAIL LEASING LLC
Close 11

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
139	NKCR005689	43830	March-08	Freight
140	NKCR005690	43830	March-08	Freight
141	NKCR005691	43830	March-08	Freight
142	NKCR005692	43830	March-08	Freight
143	NKCR005693	43830	March-08	Freight
144	NKCR005694	43830	March-08	Freight
145	NKCR005695	43830	March-08	Freight
146	NKCR005696	43830	April-08	Freight
147	NKCR005697	43830	March-08	Freight
148	NKCR005698	43830	March-08	Freight
149	NKCR005699	43830	March-08	Freight
150	NKCR005700	43830	March-08	Freight
151	NKCR005701	43830	March-08	Freight
152	NKCR005702	43830	March-08	Freight
153	NKCR005703	43830	March-08	Freight
154	NKCR005704	43830	March-08	Freight
155	NKCR005705	43830	March-08	Freight
156	NKCR005706	43830	March-08	Freight
157	NKCR005707	43830	March-08	Freight
158	NKCR005708	43830	March-08	Freight
159	NKCR005709	43830	March-08	Freight
160	NKCR005710	43830	March-08	Freight
161	NKCR005711	43830	March-08	Freight
162	NKCR005712	43830	March-08	Freight
163	NKCR005713	43830	April-08	Freight
164	NKCR005714	43830	March-08	Freight
165	NKCR005715	43830	April-08	Freight
166	NKCR005716	43830	April-08	Freight
167	NKCR005717	43830	April-08	Freight
168	NKCR005718	43830	April-08	Freight
169	NKCR005719	43830	April-08	Freight
170	NKCR005720	43830	April-08	Freight
171	NKCR005721	43830	April-08	Freight
172	NKCR005722	43830	April-08	Freight
173	NKCR005723	43830	April-08	Freight
174	NKCR005724	43830	April-08	Freight
175	NKCR005725	43830	April-08	Freight
176	NKCR005726	43830	April-08	Freight
177	NKCR005727	43830	April-08	Freight
178	NKCR005728	43830	April-08	Freight
179	NKCR005729	43830	April-08	Freight
180	NKCR005730	43830	April-08	Freight
181	NKCR005731	43830	April-08	Freight
182	NKCR005732	43830	April-08	Freight
183	NKCR005733	43830	April-08	Freight
184	NKCR005734	43830	April-08	Freight

TRIP RAIL LEASING LLC

Close 11

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
185	NKCR005735	43830	April-08	Freight
186	NKCR005736	43830	April-08	Freight
187	NKCR005737	43830	April-08	Freight
188	NKCR005738	43830	April-08	Freight
189	NKCR005739	43830	April-08	Freight
190	NKCR005740	43830	April-08	Freight
191	NKCR005741	43830	April-08	Freight
192	NKCR005742	43830	April-08	Freight
193	NKCR005743	43830	April-08	Freight
194	NKCR005744	43830	April-08	Freight
195	NKCR005745	43830	April-08	Freight
196	NKCR005746	43830	April-08	Freight
197	NKCR005747	43830	April-08	Freight
198	NKCR005748	43830	April-08	Freight
199	NKCR005749	43830	April-08	Freight
200	NKCR005750	43830	April-08	Freight
201	NKCR005751	43830	April-08	Freight
202	NKCR005752	43830	April-08	Freight
203	NKCR005753	43830	April-08	Freight
204	NKCR005754	43830	April-08	Freight
205	NKCR005755	43830	April-08	Freight
206	NKCR005756	43830	April-08	Freight
207	NKCR005757	43830	April-08	Freight
208	NKCR005758	43830	April-08	Freight
209	NKCR005759	43830	April-08	Freight
210	NKCR005760	43830	April-08	Freight
211	NKCR005761	43830	April-08	Freight
212	NKCR005762	43830	April-08	Freight
213	NKCR005763	43830	April-08	Freight
214	NKCR005764	43830	April-08	Freight
215	NKCR005765	43830	April-08	Freight
216	NKCR005766	43830	April-08	Freight
217	NKCR005767	43830	April-08	Freight
218	NKCR005768	43830	April-08	Freight
219	NKCR005769	43830	April-08	Freight
220	NKCR005770	43830	April-08	Freight
221	NKCR005771	43830	April-08	Freight
222	NKCR005772	43830	April-08	Freight
223	NKCR005773	43830	April-08	Freight
224	NKCR005774	43830	April-08	Freight
225	NKCR005775	43830	April-08	Freight
226	NKCR005776	43830	April-08	Freight
227	NKCR005777	43830	April-08	Freight
228	NKCR005778	43830	April-08	Freight
229	NKCR005779	43830	April-08	Freight
230	NKCR005780	43830	April-08	Freight

TRIP RAIL LEASING LLC
Close 11

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
231	NKCR005781	43830	April-08	Freight
232	NKCR005782	43830	April-08	Freight
233	NKCR005783	43830	April-08	Freight
234	NKCR005784	43830	April-08	Freight
235	NKCR005785	43830	April-08	Freight
236	NKCR005786	43830	April-08	Freight
237	NKCR005787	43830	April-08	Freight
238	NKCR005788	43830	April-08	Freight
239	NKCR005789	43830	April-08	Freight
240	NKCR005790	43830	May-08	Freight
241	NKCR005791	43830	April-08	Freight
242	NKCR005792	43830	April-08	Freight
243	NKCR005793	43830	May-08	Freight
244	NKCR005794	43830	April-08	Freight
245	NKCR005795	43830	April-08	Freight
246	NKCR005796	43830	April-08	Freight
247	NKCR005797	43830	April-08	Freight
248	NKCR005798	43830	April-08	Freight
249	NKCR005799	43830	April-08	Freight
250	NKCR005800	43830	April-08	Freight
251	NKCR005801	43830	April-08	Freight
252	NKCR005802	43830	April-08	Freight
253	NKCR005803	43830	April-08	Freight
254	NKCR005804	43830	April-08	Freight
255	NKCR005805	43830	April-08	Freight
256	NKCR005806	43830	April-08	Freight
257	NKCR005807	43830	April-08	Freight
258	NKCR005808	43830	April-08	Freight
259	NKCR005809	43830	April-08	Freight
260	NKCR005810	43830	April-08	Freight
261	NKCR005811	43830	April-08	Freight
262	NKCR005812	43830	April-08	Freight
263	NKCR005813	43830	April-08	Freight
264	NKCR005814	43830	April-08	Freight
265	NKCR005815	43830	April-08	Freight
266	NKCR005816	43830	April-08	Freight
267	NKCR005817	43830	April-08	Freight
268	NKCR005818	43830	April-08	Freight
269	NKCR005819	43830	April-08	Freight
270	NKCR005820	43830	April-08	Freight
271	NKCR005821	43830	April-08	Freight
272	NKCR005822	43830	May-08	Freight
273	NKCR005823	43830	May-08	Freight
274	NKCR005824	43830	May-08	Freight
275	NKCR005825	43830	May-08	Freight
276	NKCR005826	43830	May-08	Freight

TRIP RAIL LEASING LLC

Close 11

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
277	NKCR005827	43830	May-08	Freight
278	NKCR005828	43830	May-08	Freight
279	NKCR005829	43830	May-08	Freight
280	NKCR005830	43830	May-08	Freight
281	NKCR005831	43830	May-08	Freight
282	NKCR005832	43830	May-08	Freight
283	NKCR005833	43830	May-08	Freight
284	NKCR005834	43830	May-08	Freight
285	NKCR005835	43830	May-08	Freight
286	NKCR005836	43830	May-08	Freight
287	NKCR005837	43830	May-08	Freight
288	NKCR005838	43830	May-08	Freight
289	NKCR005839	43830	May-08	Freight
290	NKCR005840	43830	May-08	Freight
291	NKCR005841	43830	May-08	Freight
292	NKCR005842	43830	May-08	Freight
293	NKCR005843	43830	May-08	Freight
294	NKCR005844	43830	May-08	Freight
295	NKCR005845	43830	May-08	Freight
296	NKCR005846	43830	May-08	Freight
297	NKCR005847	43830	May-08	Freight
298	NKCR005848	43830	May-08	Freight
299	NKCR005849	43830	May-08	Freight
300	NKCR005850	43830	May-08	Freight
301	GNAX009500	39504	March-08	Freight
302	GNAX009501	39504	March-08	Freight
303	GNAX009502	39504	March-08	Freight
304	GNAX009503	39504	March-08	Freight
305	GNAX009504	39504	March-08	Freight
306	GNAX009505	39504	March-08	Freight
307	GNAX009506	39504	March-08	Freight
308	GNAX009507	39504	March-08	Freight
309	GNAX009508	39504	March-08	Freight
310	GNAX009509	39504	March-08	Freight
311	GNAX009510	39504	March-08	Freight
312	GNAX009511	39504	March-08	Freight
313	GNAX009512	39504	March-08	Freight
314	GNAX009513	39504	March-08	Freight
315	GNAX009514	39504	March-08	Freight
316	GNAX009515	39504	March-08	Freight
317	GNAX009516	39504	March-08	Freight
318	GNAX009517	39504	March-08	Freight
319	GNAX009518	39504	March-08	Freight
320	GNAX009519	39504	March-08	Freight
321	GNAX009520	39504	March-08	Freight
322	GNAX009521	39504	March-08	Freight

TRIP RAIL LEASING LLC

Close 11

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
323	GNAX009522	39504	March-08	Freight
324	GNAX009523	39504	March-08	Freight
325	GNAX009524	39504	March-08	Freight
326	GNAX009525	39504	March-08	Freight
327	GNAX009526	39504	March-08	Freight
328	GNAX009527	39504	March-08	Freight
329	GNAX009528	39504	March-08	Freight
330	GNAX009529	39504	March-08	Freight
331	GNAX009530	39504	March-08	Freight
332	GNAX009531	39504	March-08	Freight
333	GNAX009532	39504	March-08	Freight
334	GNAX009533	39504	March-08	Freight
335	GNAX009534	39504	March-08	Freight
336	GNAX009535	39504	March-08	Freight
337	GNAX009536	39504	March-08	Freight
338	GNAX009537	39504	April-08	Freight
339	GNAX009538	39504	March-08	Freight
340	GNAX009539	39504	March-08	Freight
341	GNAX009540	39504	March-08	Freight
342	GNAX009541	39504	March-08	Freight
343	GNAX009542	39504	March-08	Freight
344	GNAX009543	39504	March-08	Freight
345	GNAX009544	39504	March-08	Freight
346	GNAX009545	39504	March-08	Freight
347	GNAX009546	39504	March-08	Freight
348	GNAX009547	39504	March-08	Freight
349	GNAX009548	39504	March-08	Freight
350	GNAX009549	39504	March-08	Freight
351	GNAX009550	39504	March-08	Freight
352	GNAX009551	39504	March-08	Freight
353	GNAX009552	39504	March-08	Freight
354	GNAX009553	39504	March-08	Freight
355	GNAX009554	39504	March-08	Freight
356	GNAX009555	39504	March-08	Freight
357	GNAX009556	39504	April-08	Freight
358	GNAX009557	39504	March-08	Freight
359	GNAX009558	39504	March-08	Freight
360	GNAX009559	39504	March-08	Freight
361	GNAX009560	39504	March-08	Freight
362	GNAX009561	39504	March-08	Freight
363	GNAX009562	39504	March-08	Freight
364	GNAX009563	39504	March-08	Freight
365	GNAX009564	39504	March-08	Freight
366	GNAX009565	39504	March-08	Freight
367	GNAX009566	39504	March-08	Freight
368	GNAX009567	39504	March-08	Freight

TRIP RAIL LEASING LLC
Close 11

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
369	GNAX009568	39504	April-08	Freight
370	GNAX009569	39504	April-08	Freight
371	GNAX009570	39504	April-08	Freight
372	GNAX009571	39504	March-08	Freight
373	GNAX009572	39504	March-08	Freight
374	GNAX009573	39504	March-08	Freight
375	GNAX009574	39504	April-08	Freight
376	GNAX009575	39504	April-08	Freight
377	GNAX009576	39504	April-08	Freight
378	GNAX009577	39504	April-08	Freight
379	GNAX009578	39504	March-08	Freight
380	GNAX009579	39504	April-08	Freight
381	GNAX009580	39504	April-08	Freight
382	GNAX009581	39504	March-08	Freight
383	GNAX009582	39504	March-08	Freight
384	GNAX009583	39504	April-08	Freight
385	GNAX009584	39504	April-08	Freight
386	GNAX009585	39504	April-08	Freight
387	GNAX009586	39504	March-08	Freight
388	GNAX009587	39504	April-08	Freight
389	GNAX009588	39504	April-08	Freight
390	GNAX009589	39504	April-08	Freight
391	GNAX009590	39504	March-08	Freight
392	GNAX009591	39504	April-08	Freight
393	GNAX009592	39504	April-08	Freight
394	GNAX009593	39504	April-08	Freight
395	GNAX009594	39504	April-08	Freight
396	GNAX009595	39504	April-08	Freight
397	GNAX009596	39504	April-08	Freight
398	GNAX009597	39504	April-08	Freight
399	GNAX009598	39504	April-08	Freight
400	GNAX009599	39504	April-08	Freight
401	GNAX009600	39504	April-08	Freight
402	GNAX009601	39504	April-08	Freight
403	GNAX009602	39504	April-08	Freight
404	GNAX009603	39504	April-08	Freight
405	GNAX009604	39504	April-08	Freight
406	GNAX009605	39504	April-08	Freight
407	GNAX009606	39504	April-08	Freight
408	GNAX009607	39504	April-08	Freight
409	GNAX009608	39504	April-08	Freight
410	GNAX009609	39504	April-08	Freight
411	GNAX009610	39504	April-08	Freight
412	GNAX009611	39504	April-08	Freight
413	GNAX009612	39504	April-08	Freight
414	GNAX009613	39504	April-08	Freight

TRIP RAIL LEASING LLC
Close 11

Schedule A

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Build Date</u>	<u>Car Type</u>
415	GNAX009614	39504	April-08	Freight
416	GNAX009615	39504	April-08	Freight
417	GNAX009616	39504	April-08	Freight
418	GNAX009617	39504	April-08	Freight
419	GNAX009618	39504	April-08	Freight
420	GNAX009619	39504	April-08	Freight
421	GNAX009620	39504	April-08	Freight
422	GNAX009621	39504	April-08	Freight
423	GNAX009622	39504	April-08	Freight
424	GNAX009623	39504	April-08	Freight
425	GNAX009624	39504	April-08	Freight
426	GNAX009625	39504	April-08	Freight
427	GNAX009626	39504	April-08	Freight
428	GNAX009627	39504	April-08	Freight
429	GNAX009628	39504	April-08	Freight
430	GNAX009629	39504	April-08	Freight
431	GNAX009630	39504	April-08	Freight
432	GNAX009631	39504	April-08	Freight
433	GNAX009632	39504	April-08	Freight
434	GNAX009633	39504	April-08	Freight
435	GNAX009634	39504	April-08	Freight
436	GNAX009635	39504	April-08	Freight
437	GNAX009636	39504	April-08	Freight
438	GNAX009637	39504	April-08	Freight
439	GNAX009638	39504	April-08	Freight
440	GNAX009639	39504	April-08	Freight
441	GNAX009640	39504	April-08	Freight
442	GNAX009641	39504	April-08	Freight
443	GNAX009642	39504	April-08	Freight
444	GNAX009643	39504	April-08	Freight
445	GNAX009644	39504	April-08	Freight
446	GNAX009645	39504	April-08	Freight
447	GNAX009646	39504	April-08	Freight
448	GNAX009647	39504	April-08	Freight
449	GNAX009648	39504	April-08	Freight
450	GNAX009649	39504	April-08	Freight
451	GNAX009650	39504	May-08	Freight
452	GNAX009651	39504	May-08	Freight
453	GNAX009652	39504	May-08	Freight
454	GNAX009653	39504	May-08	Freight
455	GNAX009654	39504	May-08	Freight
456	GNAX009655	39504	May-08	Freight
457	GNAX009656	39504	May-08	Freight
458	GNAX009657	39504	May-08	Freight
459	GNAX009658	39504	May-08	Freight
460	GNAX009659	39504	May-08	Freight

SCHEDULE B
to Bill of Sale and Assignment
and Assumption Agreement

LEASES

[see attached]

Schedule B

Leases

1. Three hundred (300) units identified with marks NKCR 5551 – 5850 leased pursuant to Rider Sixteen (16) to that certain Railroad Car Lease Agreement dated February 14, 2003 between Trinity Industries Leasing Company and Ferrocarril Mexicano S.A. de C.V.
2. One hundred twenty-five (125) units identified with marks GNAX 9500 – 9624 leased pursuant to Rider One (1) to that certain Railroad Car Net Lease Agreement dated February 14, 2008 between Trinity Industries Leasing Company and Holcim (US) Inc.
3. Thirty-five (35) units identified with marks GNAX 9625 – 9659 leased pursuant to Rider Two (2) to that certain Railroad Car Net Lease Agreement dated February 14, 2008 between Trinity Industries Leasing Company and Holcim (US) Inc.

SCHEDULE C

OTHER TRANSFERRED ASSETS

None

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/27/08



Robert W. Alvord